

**TOWN OF RIVERHEAD
COMMUNITY DEVELOPMENT AGENCY**

Resolution # 1

**REAPPOINTS MEMBERS AND OFFICERS OF RIVERHEAD COMMUNITY
DEVELOPMENT AGENCY**

Councilman Dunleavy offered the following resolution,

which was seconded by Councilman Wooten

WHEREAS, pursuant to Article 15-A and 15-B of the General Municipal Law, and pursuant to the Town of Riverhead Municipal Home Rule Request, Assembly Bill #6115 and Senate Bill #3418, and pursuant to Law signed by the governor on July 13, 1982, Title 116 of the General Municipal Law was enacted thereby establishing the "Town of Riverhead Community Development Agency;" and

WHEREAS, Resolution #1 (1982) – Community Development Agency of the Riverhead Community Development Agency adopted, ratified and approved By-Laws stipulating the structure and organization of the Community Development Agency; and

WHEREAS, the By-Laws of the Riverhead Community Development Agency stipulate that the Agency shall consist of five (5) members, including the Supervisor, who shall be its Chairman, and the four Town Board Members, or their respective successors to office; and

WHEREAS, the By-Laws of the Riverhead Community Development Agency further stipulate that the officers of the Agency shall be a Chairman (Supervisor), a Vice-Chairman who shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and a Secretary-Treasurer who shall also be the Director; and

WHEREAS, to ensure proper functioning of the Agency, in order to undertake certain Urban Renewal activities, annual clarification of those members and officers currently serving the Riverhead Community Development Agency is appropriate; and

WHEREAS, since 1982 the CDA has operated as the economic development agency of the Town of Riverhead and as such undertook the development of the aquarium, downtown revitalization and public improvements including the Vail Leavitt restoration, pursuant to the East Main Street Urban Renewal Plan; Railroad Station restoration and urban renewal activities on Railroad Avenue, including the solicitation of the county court room expansion for Riverhead, pursuant to the Railroad Avenue Urban Renewal Plan; affordable housing and neighborhood revitalization pursuant to the Millbrook Gables Urban Renewal Plan and the acquisition and redevelopment of the

Naval Weapons Industrial Reserve Plant (Calverton Enterprise Park) based on Congressional recognition of the CDA as the town's "economic development agency" in Public Law 103-c337 and pursuant to the Calverton Urban Renewal Plan; and

WHEREAS, the CDA pursued and secured among other funding \$4.8 million in funds from the New York State Department of Transportation under the American Reinvestment and Recovery Act for rehabilitation of the Calverton Rail Spur and \$1.8 million in funds from the U.S. Department of Commerce Economic Development Administration for the extension of public water to the Calverton site to increase its economic development potential, as well as additional funding to support other site improvements.

NOW THEREFORE BE IT RESOLVED, that the current members of the Riverhead Community Development Agency are: Sean Walter, John Dunleavy, James Wooten, George Gabrielsen and Jodi Giglio.

AND BE IT FURTHER RESOLVED, that the Riverhead Community Development Agency hereby appoints the following officers of the Agency: Sean Walter as Chairman, James Wooten as Vice-Chairman and Chris Kempner as Director, Secretary-Treasurer.

RESOLVED, that all Town Hall Departments may review and obtain a copy of this resolution from the electronic storage device and, if needed, a certified copy of same may be obtained from the Office of the Town Clerk.

THE VOTE

Giglio	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Gabrielsen	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
Wooten	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Dunleavy	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
Walter	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No			

The Resolution Was ☒ Thereupon Duly Declared Adopted

**TOWN OF RIVERHEAD
Community Development Agency**

Resolution # 2

**REAPPOINTS MEMBERS TO THE GOVERNANCE AND AUDIT COMMITTEES
AND AMENDS OMNIBUS RESOLUTIONS
RELATING TO REQUIREMENTS OF THE
PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005 AS AMENDED**

Councilman Wooten offered the following resolution,

which was seconded by Councilman Gabrielsen

WHEREAS, the Public Authorities Accountability Act of 2005 (the "**PAAA**") as amended includes Town of Riverhead Community Development Agency (the "**CDA**") in its definition of a local authority; and

WHEREAS, the PAAA requires each Board of Directors (the "**Board**") of a local authority to have a Governance Committee and an Audit Committee and to adopt various policies, guidelines and procedures and to take various actions;

NOW, THEREFORE, BE IT RESOLVED that there is hereby ratified the Governance Committee, as described in the Charter of the Governance Committee attached hereto as **Attachment A**, the responsibility of the members of which shall be primarily, to keep the Board informed of current best governance practices, to review corporate governance trends, to update the CDA's corporate governance principles and to advise appointing persons on the skills and experiences required of potential Board members; and

FURTHER RESOLVED that there is hereby ratified an Audit Committee, as described in the Charter of the Audit Committee attached hereto as **Attachment B**, the responsibility of the members of which shall be primarily to become familiar with corporate financial and accounting practices to the extent practicable, to recommend to the Board the hiring of an independent certified public accounting firm ("**Independent Auditor**"), to establish the compensation to be paid to the Independent Auditor and to provide direct oversight of the performance of the independent annual audit performed by the Independent Auditor; and

FURTHER RESOLVED that each member of the Governance Committee and each member of the Audit Committee shall be "independent" as defined by the PAAA, which means that the member (for purposes of the following, an "affiliate" is any person that controls, is controlled by, or is under common control with the CDA):

- (a) is not, and in the past two years has not been, employed by the CDA or an affiliate of the CDA in an executive capacity;
- (b) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the CDA or an affiliate or received any other form of financial assistance valued at more than \$15,000 from the CDA or an affiliate;
- (c) is not a relative of an executive officer or employee in an executive position of the CDA or an affiliate; and
- (d) is not, and in the past two years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or other similar actions of the CDA or an affiliate; and

FURTHER RESOLVED that Sean Walter and John Dunleavy are appointed to the Governance Committee and shall serve at the pleasure of the Board; and

FURTHER RESOLVED that Sean Walter, Deputy Supervisor Jill Lewis and George Gabrielsen are appointed to the Audit Committee and shall serve at the pleasure of the Board; and

FURTHER RESOLVED that the Town Attorney is hereby appointed as the CDA's Contracting Officer for real property dispositions; and

FURTHER RESOLVED that the Financial Administrator is hereby appointed as the CDA's Chief Financial Officer as well as Contracting Officer for personal property dispositions; and

FURTHER RESOLVED that the Board adopts the following:

- The comprehensive investment policies, procedures and guidelines, attached hereto as **Attachment C**;
- Policies regarding the payment of salary, compensation and reimbursements to, and rules for the time and attendance of, the President and senior management, attached hereto as **Attachment D**;
- CDA whistleblowing policies and procedures, attached hereto as **Attachment E**;
- Policies and procedures related to the acquisition and disposition of real property, attached hereto as **Attachment F**;

- Policies and procedures related to the disposition of personal property, attached hereto as **Attachment G**;
- Policies and procedures related to the procurement of goods and services, attached hereto as **Attachment H**;
- The defense and indemnification policy for Directors, attached hereto as **Attachment I**;
- The code of ethics for Directors and non-salaried officers, attached hereto as **Attachment J**;
- CDA travel policies and procedures, attached hereto as **Attachment K**; and

FURTHER RESOLVED that the CDA's salaried officers and employees shall be subject to the restrictions and standards set forth in Section 74 of the Public Officers Law, which restrictions shall serve as the code of ethics for the CDA's salaried officers and employees; and

FURTHER RESOLVED that the CDA shall not, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, Board member or employee (or equivalent thereof) of the CDA.

RESOLVED, that the Town Clerk is hereby authorized to forward a certified copy of this resolution to the New York State Office of State Controller.

RESOLVED, that all Town Hall Departments may review and obtain a copy of this resolution from the electronic storage device and, if needed, a certified copy of same may be obtained from the Office of the Town Clerk.

THE VOTE

Giglio <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Gabrielsen <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Wooten <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Dunleavy <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Walter <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

The Resolution Was ☒ Thereupon Duly Declared Adopted

**ATTACHMENT A
TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY
BOARD OF DIRECTORS
CORPORATE GOVERNANCE COMMITTEE CHARTER
As Per Town Board Resolution #2
Adopted January 4, 2012**

THIS CHARTER is the Charter for the Corporate Governance Committee of the Board of Directors of the Town of Riverhead Community Development Agency (respectively, the “**Committee**” and the “**CDA**”).

1. **The Purpose of the Committee.** The purpose of the Committee is to assist the Board of Directors of the CDA (the “**Board of Directors**” or the “**Board**”) to:
 - a. Develop and recommend to the Board, policies to promote honest and ethical conduct by Board members, officers, and employees, and enhance public confidence in the CDA;
 - b. Develop and recommend to the Board, and oversee implementation of CDA policies relating to corporate governance, including the CDA Corporate Governance Principles; and
 - c. Review on a regular basis the overall corporate governance of the CDA and recommend improvements when necessary.
2. **The Objectives of the Committee.** The Committee’s objectives, in support of its purpose, shall be the following:
 - a. To assure for the CDA an internal system of corporate governance that will accomplish the following:
 - i. Keep the Board informed of current best governance practices;
 - ii. Review on a regular basis, corporate governance trends;
 - iii. Update on a regular basis the CDA’s corporate governance principles.
 - b. To maintain free and open communication and productive working relationships with or among:
 - i. the members of the Committee;
 - ii. the members of the Board of Directors;
 - iii. Management.
3. **Authority and Powers of the Committee.** The Committee shall have the following authority and may exercise the following powers in discharging its role:
 - a. To perform all activities within the scope of this Charter;
 - b. To report directly to the Board of Directors;

- c. To investigate any matter brought to the Committee's attention. To facilitate any such investigation, the chairperson of the Committee shall have access to all books, records, facilities and staff of the CDA;
 - d. Any member of the Committee shall have the right to propose to his or her co-members and to Management changes and amendments to this Charter.
- 4. **Required Credentials for Members of the Committee.** The Committee shall consist of two (2) members of the Board and shall include the CDA Chair. Any other members of the Committee shall be appointed by the CDA Chair and shall have the following credentials:
 - a. A working knowledge of concepts commonly used in corporate governance;
 - b. The absence of any conflict-of-interest that would impair the individual's ability to faithfully and impartially pursue the purpose of this Committee and to perform its objectives, all as set forth in this Charter;
 - c. Independence in accordance with the standards set forth in **Appendix 1** annexed hereto.
- 5. **Standards to which the Committee must adhere.** In performing its responsibilities, the Committee shall adhere to the following:
 - a. Law, both statute and contract;
 - b. Authorization provided by the Board of Directors and by the CDA's Certificate of Incorporation and By-Laws;
 - c. The CDA's mission and purpose;
 - d. Commonly recognized principles of good corporate governance, including prudence, integrity and impartiality.
- 6. **Key Responsibilities of the Committee.** The following is a non-exclusive list of the responsibilities of the Committee set forth with the understanding that the Committee may diverge as appropriate given the circumstances. Committee members must consider this list as a partial guide, to be supplemented by common sense and prevailing professional norms:
 - a. **Meetings.** In addition to other meetings required by this Section 6, the Committee shall meet at least two times per annum, and more frequently as circumstances dictate, to discuss issues arising within the purview of the Committee's responsibilities.
 - i. The Committee shall cause adequate minutes to be prepared for all of its proceedings and records of any action taken, and shall review such minutes and records for accuracy and thereafter shall approve same.
 - ii. The Committee shall be governed by the same rules regarding meetings, notice, quorum, and voting requirements as are applicable to meetings of the Board, including without limitations any applicable provisions set forth in the Public

Authorities Law and Article 7 of the Public Officers Law. The Committee may form and assign responsibilities to subcommittees when appropriate.

- iii. The Committee may request that any member of the Board, any officer or staff of the CDA, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.
- b. **Reports, Recommendations and Policy Revisions.** The Committee shall report at least annually to the Board of Directors. To fulfill its purposes, the Committee shall:
 - i. coordinate and oversee an annual self-evaluation of the role and performance of the Board, its committees, and management in the governance of the CDA;
 - ii. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board regarding such matters;
 - iii. review any policies or other documents relating to the governance of the CDA, including but not limited to those relating to whistleblower protection and the procurement of goods and services, and recommend CDA policy revisions to the Board as necessary;
 - iv. report to the CDA Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the CDA Chair or Board requests.
- c. **Member Guidance.** The Committee members shall be reasonably available to provide guidance and advice to the employees of the CDA.
- d. **Charter Revisions.** When it deems advisable, the Committee shall recommend to Management and the Board changes to this Charter, all in accordance with best practices and corporate governance standards.

APPENDIX 1 – REQUIREMENTS

Appendix 1 – Requirements as to the independence of Governance Committee members.

An “independent member” shall mean a person who:

- (a) is not, and in the past two years has not been, employed by the CDA or an affiliate of the CDA in an executive capacity;
- (b) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the CDA or an affiliate or received any other form of financial assistance valued at more than \$15,000 from the CDA or an affiliate;
- (c) is not a relative of an executive officer or employee in an executive position of the CDA or an affiliate; and
- (d) is not, and in the past two years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or other similar actions of the CDA or an affiliate.

For purposes of the foregoing, an “affiliate” is any person that controls, is controlled by, or is under common control with the CDA.

ATTACHMENT B
TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY
BOARD OF DIRECTORS
AUDIT COMMITTEE CHARTER
As Per CDA Resolution # 2
Adopted January 4, 2012

THIS CHARTER is the Charter for the Audit Committee of the Board of Directors of the Town of Riverhead Community Development Agency (respectively, the "**Committee**" and the "**CDA**"). For purposes of this Charter, an "**Independent Auditor**" shall mean a certified public accounting firm, nationally recognized, that is independent and superior in its response to the procurement process pursuant to which it was retained by the Board of Directors of the CDA (the "**Board of Directors**" or the "**Board**").

1. **The Purpose of the Committee.** The purpose of the Committee is to:
 - Oversee and assess the effectiveness of the CDA's reporting process to insure that the reporting process is credible, controlled and reliable, and its reporting is transparent, comparable, consistent and of high quality.
 - Oversee the accounting and reporting of the CDA to insure that the financial statements of the CDA fairly and accurately present the financial position of the CDA.
 - Oversee the internal audit activities of the CDA.
2. **The Objectives of the Committee.** The Committee's objectives, in support of its purpose, shall be the following:
 - To assure for the CDA a system of internal financial control that will accomplish the following:
 - safeguard the assets of the CDA against loss from unauthorized use or disposition;
 - cause transactions to be executed in accordance with authorization by the Board of Directors or authorized committees of the Board of Directors and the CDA's management ("**Management**");
 - properly record and account for all financial transactions;
 - insure that all actions of an accounting nature are in accordance with the promulgations of the Government Accounting Standards Board; and
 - prepare financial statements that fairly present the financial position of the CDA in accordance with Generally Accepted Accounting Principles ("**GAAP**").
 - To assure for the CDA an external audit process that satisfies the following conditions:

- independence;
- impartiality; and
- execution in accordance with Generally Accepted Auditing Standards.
- To assure the CDA's compliance with all financial reporting obligations to third parties, whether required by statute or contract.
- To maintain free and open communication and productive working relationships with or among:
 - the members of the Committee;
 - the members of the Board of Directors;
 - Management;
 - the Independent Auditor;
 - contract parties;
 - the internal Town of Riverhead accounting staff ("TORAS"); and
 - other governmental entities.

3. **Authority and Powers of the Committee.** For purposes of this Charter, the term "**Professional Contract(s)**" shall mean contracts in which the CDA engages professional services, related to the purpose and objectives of the Committee as described in this Charter, in the following areas: independent audit services, legal services and other consultant services. The Committee shall have the following authority and may exercise the following powers:

- To perform all activities within the scope of this Charter.
- To report directly to the Board of Directors.
- To recommend to the Board of Directors for its approval, that the CDA enter into a Professional Contract with an Independent Auditor for the purpose of obtaining independent audit services for the CDA.
- To prescribe the compensation for the Independent Auditor.
- To authorize and cause the CDA to enter into Professional Contracts, other than the Professional Contract with the Independent Auditor, and to prescribe the compensation to be paid thereunder.
- To supervise and review the work, services and counsel provided under Professional Contracts, including but not limited to the work and services provided by the Independent Auditor. In particular, the Committee shall monitor the work of the Independent Auditor so that such work is in conformity with the requirements set forth in **Appendix 1** attached hereto.
- To have unrestricted access to (i) Management, (ii) employees of the CDA, (iii) the CDA's facilities, real and personal, (iv) the books and records of the CDA, and (v) the TORAS and its books and records.
- To oversee the TORAS and to approve its audit plan.
- To review for adequacy, reliability and clarity, and to monitor conformity with GAAP, the CDA's accounting practices, including but not limited to: (i) the procedures for internal financial control; (ii) the accounting of all transactions; (iii) the audit procedures employed by the Independent

Auditor; and (iv) the dissemination of the financial position and performance information of the CDA.

- To review from time to time the fees, compensation and expenses paid under Professional Contracts.
- Any member of the Committee shall have the right to propose to his or her co-members and to Management changes and amendments to this Charter.

4. **Required Credentials for Members of the Committee.** The Committee shall consist of two (2) members of the Board and shall include the CDA Chair. Any other members of the Committee shall be appointed by the CDA Chair and shall have the following credentials:

- The ability to read and understand financial statements.
- A working knowledge of GAAP.
- A working knowledge of concepts commonly used in corporate finance.
- Employment or professional experience that involves (or involved) finance and/or accounting.
- The absence of any conflict-of-interest that would impair the individual's ability to faithfully and impartially pursue the purpose of this Committee and to perform its objectives, all as set forth in this Charter. In particular (and without limiting the generality of the foregoing), any individual to be appointed a Committee member shall not have a conflict-of-interest that would interfere with that individual's impartial selection or impartial oversight of the Independent Auditor, including but not limited to determinations as to appropriate compensation.
- Independence in accordance with the standards set forth in **Appendix 2** annexed hereto.

5. **Standards to which the Committee must adhere.** In performing its responsibilities, the Committee shall adhere to the following:

- Law, both statute and contract.
- GAAP.
- Authorization provided by the Board of Directors and by the CDA's Certificate of Incorporation and By-Laws.
- The CDA's mission and purpose.
- Commonly recognized principles of prudence, integrity and impartiality.

6. **Specific Responsibilities of the Committee.** The following is a non-exclusive list of the responsibilities of the Committee. Committee members must consider this list as a partial guide, to be supplemented by common sense and prevailing professional norms:

- In addition to other meetings required by this **Section 6**, the Committee shall meet three times per annum with the Independent Auditor and Management, including the Chief Financial Officer, to discuss issues arising

within the purview of the Committee's responsibilities. The three meetings shall occur as follows and, in addition to any other relevant topics, must include the following substantive discussions:

- The first meeting shall occur before commencement of the annual audit. At such meeting the Independent Auditor shall report, in connection with the audit that is to occur, as follows: (i) an overview of the audit process; (ii) the deliverables; (iii) the timetable; and (iv) all significant auditing policies and practices to be used by the Independent Auditor in the course of the audit;
- The second meeting shall occur at the end of the annual audit. The purpose of the meeting will be to: (i) review the draft financial statements; and (ii) discuss (a) issues raised by the Independent Auditor (including adjustments required by the Independent Auditor), (b) the report of the Independent Auditor, (c) all alternative treatments of financial information (within GAAP) that the Independent Auditor has discussed with Management and the treatment preferred by the Independent Auditor, (d) ramifications of such alternative treatments, and (e) other material written communications between the Independent Auditor and Management, including the report of the Independent Auditor.
- The third meeting shall occur prior to finalization of the Independent Auditor's report on internal control to Management (the "Management Letter"). The purpose of the meeting is to review the draft Management Letter (including, where applicable, internal control matters, material corrections, and any unadjusted differences), and Management's response to the draft.
- The Committee and the Independent Auditor shall annually obtain from Management written representations regarding Management's responsibility for the integrity of the control and financial reporting systems and processes of the CDA, and Management's belief about the quality of such controls and financial reports.
- The Committee shall report at least annually to the Board of Directors and, in general, shall act as a liaison between the Board of Directors and the Independent Auditor.
- The Committee members shall be reasonably available to provide guidance to the Independent Auditor and the TORAS, and to provide advice to the employees and officers of the CDA.
- Every four years, the Committee shall recommend to the Board of Directors for its approval the selection of an Independent Auditor. The Independent Auditor so recommended shall meet the criteria for independence as set forth in Appendix 3 attached hereto. The Committee, with the help of the CDA's employees, will be responsible for carrying out the procurement process and such process shall conform to the CDA's procurement requirements.
- The Committee shall from time to time look into the industry norm for appropriate compensation for independent auditors and shall regularly

review the compensation of the Independent Auditor to ascertain whether or not it is reasonable.

- The Committee shall review all “management internal control letters” addressed to the CDA, including but not limited to the Management Letter. The Committee shall review all interim financials, the annual financials presented for audit, and the audited annual financials.
- The Committee, at least once annually, shall review with Management, including the Chief Financial Officer, and the Independent Auditor, the adequacy of the CDA’s internal control procedures and accounting and auditing procedures generally. The Committee shall review Management’s response to the comments, if any, of the Independent Auditor with respect to these procedures and practices.
- The Committee shall meet at least annually with the Independent Auditor, at a location designated by the Committee and outside the presence of Management, to discuss any issues arising within the purview of the Committee’s responsibilities.
- The Committee shall meet at least annually with Management, outside of the presence of the Independent Auditor, to discuss Management’s evaluation of the work performed by the Independent Auditor and the appropriateness of its fees.
- The Committee, when it deems necessary, shall investigate suspected or potential improprieties in bookkeeping, record retention or disclosure of financial information of the CDA. The Committee shall do the foregoing in consultation with counsel, as appropriate.
- The Committee shall review changes in accounting principles or auditing practices that had or are expected to have a significant impact on the preparation of financial statements.
- The Committee shall meet with the TORAS as required in order to discharge its responsibility to oversee the TORAS and shall review any report and recommendation by the TORAS.
- When it deems advisable, the Committee shall recommend to the Board of Directors or authorized committee of the Board of Directors, the following:
 - entering into Professional Contracts for the purpose of securing specific studies and reports, including non-audit services from the Independent Auditor, and
 - including audited financials in any required public financial disclosures or regulatory filings.
- When it deems advisable, the Committee shall recommend to Management and the Board changes to this Charter and to the charter of the TORAS, all in accordance with best practices and accounting standards. From time to time the Committee shall also review the adequacy of the internal staffing of the TORAS and recommend to Management and the Board of Directors any changes that it may deem necessary as a result of such review.
- The Committee shall cause minutes to be prepared for all of its meetings and shall review such minutes for accuracy and thereafter shall approve such minutes.

APPENDICES – REQUIREMENTS

Appendix 1 – Requirements as to the work of the Independent Auditor.

The Independent Auditor may not, while acting in the role of external auditor, provide non-audit services to the CDA without the previous written consent of the Committee. Examples of non-audit services are: bookkeeping or other services related to the accounting records or financial statements of the CDA; financial information systems design and implementation; appraisal or valuation services, fairness opinions or contribution-in-kind reports; actuarial services; internal audit outsourcing services; management functions or human services; broker or dealer, investment advisor, or investment banking services; and legal services and expert services unrelated to the audit.

Appendix 2 – Requirements as to the independence of members of the Audit Committee.

An “independent member” shall mean a person who:

- (a) is not, and in the past two years has not been, employed by the CDA or an affiliate of the CDA in an executive capacity;
- (b) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the CDA or an affiliate or received any other form of financial assistance valued at more than \$15,000 from the CDA or an affiliate;
- (c) is not a relative of an executive officer or employee in an executive position of the CDA or an affiliate; and
- (d) is not, and in the past two years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or other similar actions of the CDA or an affiliate.

For purposes of the foregoing, an “affiliate” is any person that controls, is controlled by, or is under common control with the CDA.

Appendix 3 – Requirements as to the independence of the Independent Auditor.

The Independent Auditor must satisfy the following conditions: (i) an “audit partner” shall not have performed, for each of the previous five fiscal years preceding the audit year, audit services to the CDA; and (ii) an “executive” of the CDA shall not have been employed, for the twelve months preceding commencement of the audit, by the Independent Auditor if he/she participated in any capacity in the audit of the CDA during

the one year period preceding the initiation of the audit. As used herein: "audit partner" shall mean the lead (or coordinating) audit partner (having responsibility for the audit), and the audit partner responsible for reviewing the audit; "executive" shall mean the chief executive officer, chief financial officer, controller, chief accounting officer, and any other person serving in an equivalent position for the CDA.

ATTACHMENT C
TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY:
INVESTMENT POLICIES, PROCEDURES AND GUIDELINES

As Per Town Board Resolution #2
Adopted January 4, 2012

I. SCOPE

The investment policy applies to all moneys and other financial resources available for investment on behalf of The Town of Riverhead Community Development Agency ("CDA").

II. OBJECTIVES

The primary objectives of the CDA's investment activities are, in primary order:

- to conform with all applicable federal, state and other legal requirement (legal);
- to adequately safeguard principal (safety);
- to provide sufficient liquidity to meet all operating requirements (liquidity); and
- to obtain a reasonable rate of return (yield).

III. DELEGATION OF AUTHORITY

The CDA's responsibility for administration of the investment program is delegated to the CDA Chair who shall establish written procedures for the operation of the investment program consistent with these investment guidelines. Such procedures shall include an adequate internal control structure to provide a satisfactory level of accountability based on a database or records incorporating description and amounts of investments, transaction dates and other relevant information and regulate the activities of subordinate employees.

IV. PRUDENCE

All participants in the investment process shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair public confidence in the CDA to govern CDA assets effectively.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process shall refrain from personal business activity that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions.

V. DIVERSIFICATION

It is the policy of the CDA to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling.

VI. INTERNAL CONTROLS

It is the policy of the CDA for all moneys collected by any officer or employee of the CDA to transfer those funds to the CDA Chair within ten days of deposit, or within the time period specified in law, whichever is shorter.

The CDA Chair is responsible for establishing and maintaining an internal control structure, in accordance with the provisions of General Municipal Law, Section 561-a, to provide reasonable but not absolute assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

VII. DESIGNATION OF DEPOSITORIES

The banks and trust companies authorized for the deposit of CDA funds:

Depository Name

Suffolk County National Bank
Citibank
Fleet Bank

North Fork Bank & Trust Co.
JP Morgan Chase
The Bank of New York

VIII. COLLATERALIZATION OF DEPOSITS

In accordance with the provisions of General Municipal Law, Section 10, all deposits of the CDA, including certificates of deposits and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

- 1) By a pledge of "eligible securities" with an aggregate "market value", or provided by General Municipal Law, Section 10, equal to the aggregate amount of deposits from the categories designated APPENDIX A to this policy.

- 2) By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the government for a term not to exceed ninety (90) days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.
- 3) By an eligible surety bond payable to the government for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations.

IX. SAFEKEEPING AND COLLATERALIZATION

Eligible securities used for collateralizing deposits shall be held by the depository and/or a third party bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure the CDA's deposits together with agreed upon interest, if any, and any costs or expenses arising out of the collections of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events which will enable the CDA to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the CDA, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the CDA or its custodial bank.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for the CDA, will be kept separate and apart from the general assets of the custodian bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitute of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the CDA a perfected interest in the securities.

X. PERMITTED INVESTMENTS

As authorized by General Municipal Law, Section 10, the CDA Board authorizes the CDA Chair to invest moneys not required for immediate expenditure for terms not to exceed CDA's projected cash flow needs in the following types of investment:

- Special time deposit accounts;
- Certificates of deposit;
- Obligations of the United States of America;
- Obligations guaranteed by agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America;
- Obligations of the State of New York;
- Obligations issued pursuant to LFL Section 24.00 or 25.00 (with approval of the State Comptroller) by any municipality, school district or district cooperation other than the CDA or the Town of Riverhead;
- Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agencies where the general state statutes governing such entities or whose specific enabling legislation authorizes such investments;
- Certificates of Participation (COPs) issued pursuant to GML, Section 109-b;
- Obligations of the CDA, but only with any moneys in a reserve fund established pursuant to GML, Section 6-c, 6-d, 6-e, 6-g, 6-h, 6-j, 6-k, 6-l, 6-m, or 6-n.

All investment obligations shall be payable or redeemable at the option of the CDA within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the CDA within two (2) years of the date of purchase.

XI. AUTHORIZED FINANCIAL INSTITUTES AND DEALERS

The CDA shall maintain a list of financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. All financial institutions with which the CDA conducts business must be credit worthy. Banks shall provide their most recent Consolidated Report of Condition at the request of the CDA. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The CDA Chair is responsible for evaluating the financial

position and maintaining a listing of proposed depositories, trading partners and custodians. Such listing shall be evaluated at least annually.

XII. PURCHASE OF INVESTMENT

The CDA Chair is authorized to contract for the purposes of investment:

- 1) Directly, including through a repurchase agreement, from an authorized trading partner.
- 2) By participating in a cooperative investment program with another authorized governmental entity pursuant to Article 5G of the General Municipal Law where such program meets all the requirements set forth in the Office of the State Comptroller Opinion #88-46, and the specific program has been authorized by the CDA Board of Directors.
- 3) By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the CDA Board.

All purchased obligations, unless registered or inscribed in the name of the CDA, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the CDA by the bank or trust company. Any obligation held in the custody of a bank or trust company shall be held pursuant to a written custodial agreement as described in General Municipal Law, Section 10.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the CDA, will be kept separate and apart from the general assets of the custodian bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the CDA a perfected interest in the securities.

XIII. REPURCHASE AGREEMENT

Repurchase agreements are authorized subject to the following restrictions:

- All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
- Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.

- Obligations shall be limited to obligations of the United States of America and obligations of agencies of the United States of America where principal and interest are guaranteed by the United States of America.
- No substitution of securities will be allowed.
- The custodian shall be a party other than the trading partner.

Appendix A

Schedule of Eligible Securities

- _____ (i) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest, by the United States of America, an agency thereof or a United States government sponsored corporation.
- _____ (ii) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, and the African Development Bank.
- _____ (iii) Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of the insurance or guaranty.
- _____ (iv) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation of such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.
- _____ (v) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- _____ (vi) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- _____ (vii) Obligations of counties, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- _____ (viii) Obligations of domestic corporations rated in one of the two highest rating categories by at least one nationally recognized statistical rating organization.
- _____ (ix) Any mortgage related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.
- _____ (x) Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.
- _____ (xi) Zero coupon obligations of the United States government marketed as "Treasury strips".

ATTACHMENT D

**TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY:
SALARY, COMPENSATION, REIMBURSEMENT, TIME AND ATTENDANCE
POLICY AND PROCEDURES FOR BOARD AND SENIOR MANAGEMENT**

As Per Town Board Resolution #2

Adopted January 4, 2012

The Town of Riverhead Community Development Agency ("**CDA**") Board of Directors receives no compensation for services rendered in their capacity as directors of the urban renewal agency. (General Municipal Law -- Article 15A, Sect. 553.)

No compensation is paid to anyone serving on any committee of the CDA Board of Directors.

No compensation is paid to the Chief Executive Officer, Chief Financial Officer, or any other person providing services to the CDA Board of Directors.

ATTACHMENT E

TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY: PROTECTION FOR WHISTLEBLOWERS POLICY AND PROCEDURES

**As Per Town Board Resolution #2
Adopted January 4, 2012**

No officer, employee, director or member of Town of Riverhead Community Development Agency: ("CDA") may retaliate against any employee or officer of CDA who makes a good faith report of wrongdoing, misconduct, malfeasance or other inappropriate behavior, such as fraud, criminal activity or conflict of interest, by an officer, employee, director or member of CDA by taking an adverse personnel action against the "whistleblower". Therefore, the "whistleblower" cannot be fired, demoted or disciplined as a result of his/her having reported behavior of a type described above to the Town of Riverhead, any employee, officer, director or member of CDA or any governmental body or official.

Complaints may be made during regular business hours to:

Contact:	Robert Kozakiewicz, Town Attorney
Telephone:	631-727-3200 x216
Fax:	631-727-6152
Email:	rfk@riverheadli.com
Mail / In person	200 Howell Avenue, Riverhead, New York 11901

ATTACHMENT F

TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY: ACQUISITION AND DISPOSITION OF REAL PROPERTY POLICY, PROCEDURES AND GUIDELINES As Per Town Board Resolution #2 Adopted January 4, 2012

I. INTRODUCTION

In accordance with the requirements of Title 5-A of Article 9 and Section 2824(1)(e) of the Public Authorities Law, added to such law by the Public Authorities Accountability Act of 2005 ("PAAA"), the following comprehensive guidelines ("Guidelines") set forth the Town of Riverhead Community Development Agency's (the "CDA") (i) operative policy and instructions regarding the use, awarding, monitoring and reporting of contracts for the disposal of property through means of real property sale, ground lease, space lease and roof top lease, (ii) guidelines relating to the acquisition of real property, and (iii) related policies and procedures.

II. METHODS OF DISPOSING OF REAL PROPERTY

The CDA shall dispose of real property in accordance with Title 5-A and other applicable laws in a manner so as to permit such full and free competition as is appropriate under the circumstances and shall award contracts to parties offering the most advantageous terms, financial and/or otherwise. All dispositions of real property shall further comply with Article 15 (Urban Renewal) and Article 15A (Municipal Urban Renewal Agencies, Organization and Powers) of the New York State General Municipal Law (GML), as amended and to be amended, and such other requirements as may from this time be imposed by the Town of Riverhead. The CDA's contracting officer for real property dispositions (the "Contracting Officer"), appointed by the CDA's Board of Directors, shall supervise and direct all dispositions of CDA real property. The real property must be disposed of at fair market value for cash, credit, or other property, with or without warranty, upon such terms and conditions as the Contracting Officer or his/her designee deems proper, except as otherwise permitted herein. No disposition of real property shall be made unless an appraisal has been made by an independent appraiser and included in the CDA file.

Under the Contracting Officer's or his/her designee's direction, the CDA primarily uses two methods of disposition: A) Request for Proposals; and B) negotiated disposition.

A. Request for Proposals ("RFP")

1. *Real Property Sales and Leases*

The RFP process is a process whereby the development community and other entities and individuals are invited to submit proposals for one or more properties. In an effort to

create full and free competition consistent with the value and nature of the property, RFP notices shall be printed a minimum of once in a newspaper published in the Town of Riverhead, if any, or in any such newspaper published in the County of Suffolk, having a circulation in the Town of Riverhead, and posted on the CDA's web-site. In addition, RFPs may be advertised in appropriate local newspapers and/or appropriate trade publications, depending on the nature of the property, and, on occasion, distributed to a direct mailing list. All advertisements shall list when and where proposals shall be disclosed, except that if the disposition falls within one of the criteria for a negotiated disposition described below, at the discretion of the Contracting Officer or his/her designee, the advertisement may omit such disclosure information and/or the disclosure may or may not be made.

RFPs may, but are not required to, include an introduction and sections on site description, development strategy, objectives, disposition process, proposal requirements, selection conditions, public review process, general conditions and, where appropriate, economic development benefits.

Although the selection criteria for each RFP varies, as appropriate, the CDA may include selection criteria such as the following in reviewing submissions and selecting a proposal:

- Economic Impact on/ Spending in the Town of Riverhead - projected expenditures, including purchase price, construction costs and annual operating costs; temporary (construction) and permanent on-site employment and payroll; and applicable Town of Riverhead revenues such as real property taxes or other income.
- Development Team Qualifications - experience and development skills to complete the project on time and within budget.
- Financial Viability - developer's financial means to complete the project, availability of funding sources to finance the project, and sufficient revenues to support operating expenses, capital costs and any debt service.
- Integration into Surrounding Community - such as pedestrian access, vehicular access and circulation, building mass, parking availability, landscaping and overall integration into surrounding community.
- Design - architectural design, urban design, environmental development techniques, and compliance with applicable zoning, environmental and other regulatory controls.

Depending on the nature of the real property, RFPs may or may not include all of the above and may include additional selection criteria.

The contract will be awarded to the candidate presenting the most advantageous terms, price and other factors considered. The CDA may reject any and/or all proposals when the minimum terms and conditions have not been met, competition is insufficient and/or it is in the public interest to do so. The award/designation will be made by notice within a reasonable time of the original advertisement, all circumstances considered.

B. Negotiated Disposition:
Real Property Sales and Leases

RFP by advertisement is not always the most appropriate and effective means of disposal of real property. In certain instances, including when the disposition is for less than fair market value but is intended to further the Town of Riverhead's economic development or the disposition is otherwise authorized by law, Title 5-A permits a negotiated disposition subject to obtaining such competition as is feasible under the circumstances. In some circumstances, the disposition will involve a sole source disposition. Title 5-A, Section 2897 (6)(c)(ii)-(vi) sets forth that real property may be disposed of through a negotiated disposition when:

- (ii) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000);
- (iii) bid prices, after advertising, are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;
- (iv) the disposal will be to the state or any political subdivision, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;
- (v) the disposal is for an amount less than the estimated fair market value of the property, the terms of such disposal are obtained by public auction or negotiation, the disposal of the property is intended to further the public health, safety or welfare or an economic development interest of the state or a political subdivision . . . , the purpose and the terms of such disposal are documented in writing and approved by resolution of the board of the public authority; or
- (vi) such action is otherwise authorized by law.

Item (vi) includes, without limitation, sales and leases of real property where the property has been acquired for purposes of disposal under Article 15 (Urban Renewal) and Article 15A (Municipal Urban Renewal Agencies, Organization and Powers) of the New York State General Municipal Law (GML).

If an RFP involves a disposition that meets one of the criteria described above, the Contracting Officer or his/her designee may direct that the disposition of the real property be considered a negotiated disposition. In such circumstance, a public disclosure of the proposals would not be necessary unless otherwise required, however, an explanatory statement and ninety (90) days notice (or such other period as the statute may be amended to require) would be required as detailed below.

Upon meeting Title 5-A's requirements, the decision to proceed with a negotiated disposition rather than an RFP is based on an analysis of the facts and nature of the

project. In such instance, a negotiated disposition may be undertaken without limitation under the following circumstances where appropriate:

- Risk of business relocation or expansion outside the Town of Riverhead exists;
- To permit expansion of business in the Town of Riverhead;
- Impact of the number of jobs to be created or retained for the Town of Riverhead;
- Development of sites which lack private sector interest (as demonstrated by a failed RFP or other competitive means within the past two years);
- Proximity of real property to a business' existing location; or
- Other important public purpose.

Regardless of the reason the negotiated disposition is deemed permissible, such competition as is "feasible" under the circumstances is still required. In some instances where advertisement is not used, the CDA might notify neighboring businesses of an available parcel to give them the opportunity to submit a proposal, thereby effecting competition. However, in other instances, even such notification might not be feasible. Realistically, in certain situations a sole source disposition or little competition will be the only feasible alternative. For example, if a lease is for a sum below fair market value and failure to renew could threaten relocation outside the Town of Riverhead, loss of jobs within the Town of Riverhead, or business failure, a sole source negotiated disposition will be permissible under Title 5-A Section 2897(6)(c)(v). So too, if a space is leased at fair market value to a tenant that provides many jobs and services to the Town of Riverhead as well as promises of future economic development to the community, a sole source negotiated disposition might also be appropriate to preserve the jobs in the Town of Riverhead. Similarly, if a tenant requires an adjacent available space to expand his/her business and such expansion would create new jobs and prevent the business from leaving the Town of Riverhead, a sole source negotiated disposition at fair market value might also be appropriate. In such instances, a negotiated disposition would be permissible pursuant to Title 5-A Section 2897(6)(c)(vi) in conjunction with Article 15 and Article 15A of the New York State GML or other statutory provisions.

If a negotiated disposition is undertaken, not less than ninety (90) days (or such other period as the statute may later require) prior to the disposal of the property, an explanatory statement must be submitted to the state comptroller, state director of the budget, state commissioner of general services and state legislature, a copy of the same to be maintained in the CDA's files.

III. ACQUISITIONS

Real property may be purchased by the CDA for purposes of use, resale, leasing or otherwise permitting the use of the property or space therein, and may be leased by the CDA for purposes of use, subleasing or assignment of lease or otherwise permitting the use of the leased property or space. The purpose of such acquisition shall be to further a purpose of the CDA under Article 15 and Article 15A of the New York State GML. The Contracting Officer or his/her designee shall approve the terms of the acquisition and obtain the approval of the CDA's Board of Directors for the same. Further, at the

discretion of the Chairman of the CDA or his/her designees, where the CDA has a right of reacquisition of previously disposed of property, it may exercise this right.

IV. APPROVALS

All purchases, sales and leases of real property by the CDA must be approved by its Board of Directors. Approvals may be obtained for specific purchases, sales or leases or the Board of Directors may grant approval for purchases, sales or leases so long as specified guidelines are met. Generally, purchases, sales and leases are first reviewed by the CDA's Board.

When Town of Riverhead property is being leased or purchased by the CDA, all Town of Riverhead required approvals must also be obtained, e.g. relevant permits.

V. MONITORING AND REPORTING CONTRACTS FOR DISPOSAL

Prior to the disposal of the real property, the project manager involved in the disposition shall be the primary person responsible for monitoring compliance with the terms of the contract or other agreement or memorandum for the disposal and shall keep the Contracting Officer or his/her designee informed of all major issues that arise and of the status of the disposition.

The Contracting Officer shall cause a record to be maintained of all real property disposed of and shall cause to be prepared and transmitted all reports relating to the disposition of real property required by Title 5-A.

ATTACHMENT G

TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY: THE DISPOSITION OF PERSONAL PROPERTY POLICY, PROCEDURES AND GUIDELINES

As Per Town Board Resolution #2
Adopted January 4, 2012

I. DISPOSITION OF PERSONAL PROPERTY VALUED AT FIVE THOUSAND DOLLARS (\$5,000) OR LESS

Whenever the Town of Riverhead Community Development Agency (the "CDA") wishes to transfer title to or a beneficial interest in an item of personal property or an interest therein with an estimated value of Five Thousand Dollars (\$5,000) or less, it shall obtain offers from one or more persons or entities as the CDA's contracting officer for personal property dispositions (the "Contracting Officer"), appointed by the CDA's Board of Directors, or his or her designee deems appropriate. The CDA shall maintain a record of the persons or entities approached and their responses. The CDA may conduct discussions with some or all of the persons and entities. The property may be disposed of to whichever person or entity the Contracting Officer or his or her designee selects based on the proposed price and any other factors that the Contracting Officer or his or her designee deems appropriate.

All personal property that the Contracting Officer or his or her designee considers to be of no sale value and no use to the CDA may be destroyed or otherwise disposed of in such manner as is determined by the Contracting Officer or his or her designee. Notwithstanding the foregoing, records may only be destroyed or disposed of at a time and in a manner not in conflict with applicable law, regulation or contract.

No approval of a disposition of a type described above is required from the Board of Directors or any committee thereof. All disposal documents must be approved and executed by an officer who is an authorized signatory of all agreements of the CDA.

II. DISPOSITION OF PERSONAL PROPERTY VALUED IN EXCESS OF FIVE THOUSAND DOLLARS (\$5,000)

Whenever the CDA wishes to transfer title to or a beneficial interest in an item of personal property or an interest therein with an estimated value in excess of Five Thousand Dollars (\$5,000), it shall first obtain an appraisal of the property if, because of its unique nature, the property is not subject to fair market pricing. However, an appraisal of the property will not be required if an appraisal of the property or similar property has been made within the past two years.

The person or entity to which the property shall be disposed of shall be determined through a procurement conducted in accordance with Title 5-A of the Public Authorities Law, added to such law by the Public Accountability Act of 2005, and any amendments thereto. The CDA shall publicly advertise for proposals for the disposal of the property in accordance with Title 5-A, provided that it may dispose of the property without public advertising, obtaining such competition as is feasible under the circumstances, when permitted to do so under Title 5-A. All dispositions shall comply with all relevant requirements of Title 5-A, Article 15 (Urban Renewal) and Article 15A (Municipal Urban Renewal Agencies, Organization and Powers) of the New York State General Municipal Law (GML), as amended and to be amended, and such other requirements as may from this time be imposed by the Town of Riverhead or other applicable laws, if any.

Prior to the disposal of the property, the project manager involved in the disposition shall be the primary person responsible for the monitoring of compliance with the terms of the contract for the disposal, and shall keep the Contracting Officer or his or her designee informed of all major issues that arise and of the status of the disposition.

The disposal must be approved by the Board of Directors or Executive Committee of the Board if the disposal is on a sole source basis for an amount in excess of Twenty Thousand Dollars (\$20,000) or is for an amount in excess of One Hundred Thousand (\$100,000) and has been competitively procured. For disposals for less than those amounts, no approval is required of the Board of Directors or a committee thereof. In all cases, the disposal must be approved by the Contracting Officer or his or her designee and disposal documents must be approved and executed by an officer who is an authorized signatory of all agreements of the CDA.

The Contracting Officer shall cause a record to be maintained of all personal property disposed of for an amount in excess of Five Thousand Dollars (\$5,000) and shall cause to be prepared and transmitted all reports relating to the disposition of personal property required by Title 5-A.

ATTACHMENT H
TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY
PROCUREMENT POLICY AND PROCEDURES

As Per Town Board Resolution #2
Adopted January 4, 2012

This procurement policy sets forth the guidelines and procedures for purchase of goods and services (hereinafter, the "Guideline") by the Town of Riverhead Community Development Agency ("CDA").

PROCUREMENT POLICY OF THE CDA IS TO BE THE SAME AS THAT OF THE TOWN AS PER TB RESOLUTION #93 2-20-2010 & #592 7-20-2010

ATTACHMENT I

TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY DEFENSE AND INDEMNIFICATION POLICY FOR DIRECTORS

As Per Town Board Resolution #2

Adopted January 4, 2012

The CDA Directors and Officers are covered by the Directors and Officers Liability Insurance Policy of the Town of Riverhead with such limits as it may deem reasonable for the purpose of protecting its officers and employees against liability for claims arising from their acts while exercising or performing or in good faith purporting to exercise or perform their powers and duties. The directors and officers of the corporation and any person acting on its behalf while acting within the scope of their authority shall not be subject to any personal liability resulting from carrying out any of the powers given in this title.

ATTACHMENT J

TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY: CODE OF ETHICS FOR DIRECTORS AND OFFICERS

As Per Town Board Resolution #2

Adopted January 4, 2012

I. INTRODUCTION AND PURPOSE

The Board of Directors ("**Board**") of Town of Riverhead Community Development Agency (the "**CDA**") has adopted this code of ethics and practices ("**Code**") with respect to its directors and officers (individually, a "**Director**", or collectively, the "**Directors**"). The CDA believes a commonly held set of principles can assist in the individual exercise of professional judgment. This Code speaks to the core values of public accountability and transparency. The purpose of having a code of ethics and practices is to protect the credibility of the CDA by ensuring high standards of honesty, integrity, and conduct of staff.

To that end, this Code is intended to promote (a) honest and ethical conduct, including the proper handling of actual or apparent conflicts of interest between personal and professional relationships, and (b) full, fair and understandable disclosure in the periodic reports required to be filed under this Code. This Code (a) provides examples of situations involving conflicts of interest; (b) establishes disclosure procedures; and (c) outlines corrective action for violations. It is vitally important to the public trust that both the fact and the appearance of conflicting interests and improper corporate conduct be avoided. Each Director will be expected to read and understand this Code and to review it periodically in order to be alert to situations that could create a conflict of interest or otherwise be contrary to the established policies of the CDA.

II. GUIDELINES

A. Prohibition. A Director may not make personal investments in enterprises that he or she has reason to believe may be directly involved in decisions to be made by him or her, in his or her capacity as a Director of the CDA, or that will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest. Additionally, a Director is prohibited from accepting employment that impairs his or her independence of judgment in the exercise of his or her official duties.

B. Personal Interest. A Director shall be deemed to be "interested" in cases in which the Director's personal interest conflicts with the interest of the CDA. The following are situations in which a Director would be deemed to be "interested", which list is not intended to be exhaustive:

- Where a Director or a member of his or her immediate family¹ is a member, director,

¹ Immediate family means a spouse, domestic partner, unemancipated child, and if they live with the Director, parent or sibling.

owner² or officer of an entity from which the CDA purchases services or supplies.

- Where a Director or a member of his or her immediate family is a member, director, owner or officer of an organization with which the CDA contracts.
- Where a Director or a member of his or her immediate family is a member, director, owner or officer of an entity with which the CDA negotiates or effects a transaction or an entity that substantially benefits from a transaction that the CDA negotiates or effects.

A Director shall not be deemed to be "interested" by virtue of his or her status as an official or employee of the Town of Riverhead.

When a Director is "interested" in a matter: (a) the Director must disclose the nature and extent of his or her interest to the Board or committee of the Board, whichever will be considering the matter; and (b) the Director, acting as a Director, must take no part in the consideration, determination or approval of the matter on the part of the CDA.³

C. Confidential and Inside Information. Confidential information acquired by a Director in the course of his or her duties as a Director must be held in confidence and may not be used as a basis for personal gain by the Director, his or her immediate family or others. Information relating to transactions pending with the CDA is not to be given to any person unless it has been published or otherwise made generally available to the public by the CDA.

A Director must refrain from transmitting any information about the CDA or its deliberations or decisions or any other information the Director obtained from the CDA that might be prejudicial to the interests of the CDA to any person other than in connection with the discharge of the Director's responsibilities, except to the extent the information is publicly available.

A Director must not accept employment or engage in any business or professional activity that will require him or her to disclose confidential information that he or she has gained by reason of his or her official position of authority.

D. Gratuities/Conduct. A Director must not be placed under actual or apparent obligation to anyone by accepting, or permitting his or her immediate family to accept, gifts or other favors where it might appear that they were given for the purpose of improperly influencing the Director in the performance of his or her corporate duties. In addition, a Director should never use his or her official position to secure unwarranted privileges or exemptions; nor should a Director, by his or her conduct, give any reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties or that he or she is affected by the kinship, rank, position or influence of any party

² Owner means a person having an interest in an entity that exceeds 5% of the entity or an investment of \$35,000 in cash or other form of commitment, whichever is less, or 5% or \$35,000 of the entity's indebtedness, whichever is less, and any lesser interest in a entity when the person exercises managerial control or responsibility regarding any such entity, but shall not include interests held in any pension plan, deferred compensation plan or mutual fund, the investments of which are not controlled by the person, or in any blind trust that holds or acquires an ownership interest.

³ All persons acting as Members of the CDA may take part in the consideration, and determination or approval, of any matter.

or person. Instead, a Director should endeavor to pursue a course of conduct that will not raise suspicion that he or she is likely to be engaged in acts that are in violation of his or her trust.

III. DISCLOSURE PROCEDURE

A. If at any time a Director is in doubt as to the proper application of this Code, the Director should immediately make all the facts known to the Ethics Board of the Town of Riverhead and be guided by the instructions he or she receives. Except as otherwise directed by those instructions, the Director should refrain from exercising responsibility with regard to the CDA in any matter that might reasonably be thought to be affected by his or her interest.

B. Each Director must complete a disclosure statement in the form attached hereto promptly after appointment and annually thereafter at the time required for the filing by the Director of an annual financial disclosure statement pursuant to N.Y. Pub. Auth. Law § 2825(3).

C. Each Director shall make the annual filings required of Directors under N.Y. Pub. Auth. Law § 2825(3).

IV. VIOLATIONS

If a Director violates any of the provisions of this Code, such Director shall be subject to an appropriate remedy under the circumstances. In addition to any penalty contained in any provision of law, the Director may be subject, at the Board's discretion, to removal for cause.

V. OFFICERS WHO ARE EMPLOYEES OF THE CDA

Notwithstanding anything contained herein, if an officer is also an employee of the Town of Riverhead, that officer shall be subject to the restrictions set forth in the Ethics Policy of the Town of Riverhead.

DIRECTORS

Chairperson:

I have read the Code of Ethics for the Town of Riverhead CDA adopted on January 4, 2012 and have received a copy for my guidance. I advise you that I am not involved in any activity that would be considered to be in violation of the aforesaid Code, except as follows: (If answer is "None", please indicate in the space provided)

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Attach additional sheets as needed.

Date: _____

Name (Please Print or type)

Signature

ATTACHMENT K

TOWN OF RIVERHEAD COMMUNITY DEVELOPMENT AGENCY: TRAVEL POLICY AND PROCEDURES

**As Per Town Board Resolution #2
Adopted January 4, 2012**

Directors and Officers of the Town of Riverhead Community Development Agency ("CDA") shall adhere to the travel policy and procedures of the Town of Riverhead as administered by the Contracting Officer.

The CDA may authorize the payment of actual and necessary travel expenses, including meals and lodging, of officers and directors for travel necessary and appropriate for fulfillment of the goals and objectives of the CDA. The CDA shall adhere to the travel policy and procedures of the Town of Riverhead as administered by the Purchasing Department. Overnight travel is permitted only with advance authorization by resolution of the CDA Board with estimated costs and basis for the expenditure as well as the source of funds identified. The annual IRS mileage rates are followed by the CDA for vehicular travel and all expenditures must be supported by receipts submitted for reimbursement.